

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 347-8000

RECORDATION NO. 6093-F Filed & Recorded

FEB 5 1987 1-45 PM

INTERSTATE COMMERCE COMMISSION

January 30, 1987

2/5/87
10.00

Ms. Kathleen M. King
Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

Re: Soo Line Railroad Equipment Trust of 1971
Primary Document Recordation No. 6093
Our Law Department File G162

Dear Ms. King:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Termination of Equipment Trust and Lease, a secondary document, dated as of April 1, 1986.

The primary document to which this is connected is recorded under Recordation No. 6093.

The names and addresses of the parties to the document are as follows:

Vendors: D. R. Cadwallader and J. W. Scanlan by J. W. Scanlan, c/o First National Bank of Minneapolis, 120 S. 6th Street, Minneapolis, MN 55402

Trustee
and

Lessor: First National Bank of Minneapolis, 120 S. 6th Street, Minneapolis, MN 55402

Lessee: Soo Line Railroad Company, Soo Line Building, P. O. Box 530, Minneapolis, MN 55440

A description of the equipment covered by the document follows:

100 50'6" 70-ton single sheathed box cars with 10 ft. plug doors, end-of-car cushioning devices and roller bearings. Soo Line road numbers

- 18240-18438, both inclusive, even numbers only.
- 100 50' 70-ton insulated box cars with movable bulkheads and roller bearings, without side fillers. Soo Line road numbers 178518-178716, both inclusive, even numbers only.
- 20 50' 70-ton insulated box cars with movable bulkheads and roller bearings and with side fillers. Soo Line road numbers 178718-178756, both inclusive, even numbers only.
- 50 52'6" 100-ton high side gondola cars with steel floors and roller bearings. Soo Line road numbers 63001-63099, both inclusive, odd numbers only.
- 50 45'0" 100-ton open top triple hopper cars with roller bearings. Soo Line road numbers 60731-60829, both inclusive, odd numbers only.
- 10 52'6" 90-ton covered gondola cars with steel floors, adjustable cross bars and roller bearings. Soo Line road numbers 68457-68475, both inclusive, odd numbers only.
- 7 3000 HP Model SD 40 Diesel-electric locomotives. Soo Line road numbers 750-756, both inclusive.

A fee of \$10 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return one original, bearing appropriate recordation data, to Glenn Olander-Quamme, Corporate Attorney, Soo Line Railroad Company, Soo Line Building, P. O. Box 530, Minneapolis, MN 55440.

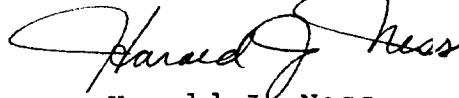
A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease, dated as of April 1, 1986, to Soo Line Railroad Equipment Trust and Lease of 1971 with Recordation No. 6093, dated as of April 1, 1971, as amended, and covering the following equipment: (see list of equipment set forth above).

Ms. Kathleen M. King
January 30, 1987
Page 3

This letter is signed by an executive officer of Soo Line Railroad Company having knowledge of the matters described herein.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Harold J. Ness". The signature is fluid and cursive, with the first name "Harold" and last name "Ness" clearly distinguishable.

Harold J. Ness

Enclosures

cc (w/encl.): Law Department File G162
Contract File 17589

cc (w/o encl.): J. C. Miller
M. R. Swenson
G. Olander-Quamme

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

2/9/87

HAROLD J. NESS
SOO LINE RAILROAD COMPANY
SOO LINE BUILDING
BOX 530
MINNEAPOLIS, MINNESOTA 55440

Dear
SIR:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/5/87 at 1:45pm, and assigned recordation number(s).

6093-E, ~~6496~~D, 6826-G, 7224-D, ~~7688~~-E, 8036-G

8468-C

8597-D

8917-F

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

FEB 5 1987 1-4 5 PM

TERMINATION OF AGREEMENT AND LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of April 1, 1986, by and among J. W. Scanlan and D. R. Cadwallader (hereinafter called the "Vendors"), Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and First National Bank of Minneapolis, a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"), WITNESSETH:

WHEREAS, Vendors, Company and Trustee are parties to that certain Agreement and Lease, both dated as of April 1, 1971, known as the Soo Line Railroad Equipment Trust of 1971, and covering the purchase and lease of:

- 100 50'6" 70-ton single sheathed box cars with 10 ft. plug doors, end-of-car cushioning devices and roller bearings, bearing Soo Line road numbers 18240-18438, both inclusive, even numbers only;
- 100 50' 70-ton insulated box cars with movable bulkheads and roller bearings, without side fillers, bearing Soo Line road numbers 178518 to 178716, both inclusive, even numbers only;
- 20 50' 70-ton insulated box cars with movable bulkheads and roller bearings and with side fillers, bearing Soo Line road numbers 178718-178756, both inclusive, even numbers only;
- 50 52'6" 100-ton high side gondola cars with steel floors and roller bearings, bearing

Soo Line road numbers 63001-63099, both inclusive, odd numbers only;

- 50 45'0" 100-ton open top triple hopper cars with roller bearings, bearing Soo Line road numbers 60731-60829, both inclusive, odd numbers only;
- 10 52'6" 90-ton covered gondola cars with steel floors, adjustable cross bars and roller bearings, bearing Soo Line road numbers 68457-68475, both inclusive, odd numbers only;
- 7 3000 HP Model SD 40 Diesel-electric locomotives, bearing Soo Line road numbers 750-756, both inclusive;

WHEREAS, Company and Trustee are parties to that certain first Supplemental Lease of Railroad Equipment, dated as of July 1, 1978, and recorded with the Interstate Commerce Commission on July 10, 1978, supplementing the Soo Line Railroad Equipment Trust of 1971, and covering the purchase and lease of 1 50' 100-ton single-sheathed boxcar with end-of-car cushions, 10-foot plug doors and lading strap anchors; and

WHEREAS, Company and Trustee are parties to that certain second Supplemental Lease of Railroad Equipment, dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Equipment Trust of 1971, and covering the purchase and lease of 1 52'6" 100-ton gondola car, bearing Soo Line road number 63969; and

WHEREAS, the said second Supplemental Lease of Railroad Equipment was erroneous, in that the gondola car described therein was not intended to be, nor was it ever, subject to the Soo Line Railroad Equipment Trust of 1971; and

WHEREAS, the error in the said second Supplemental Lease of Railroad Equipment was subsequently corrected by Amendment to Supplemental Lease of Railroad Equipment, dated as of March 10, 1980, and recorded with the Interstate Commerce Commission on March 14, 1980; and

WHEREAS, Company and Trustee are parties to the said Amendment to Supplemental Lease of Railroad Equipment; and

WHEREAS, the said Amendment to Supplemental Lease of Railroad Equipment supplements the Soo Line Railroad Equipment Trust of 1971 and covers the purchase and lease of 2 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64019 and 64020; and

WHEREAS, Company and Trustee are parties to that certain third Supplemental Lease of Railroad Equipment, dated as of November 26, 1980, and recorded with the Interstate Commerce Commission on December 8, 1980, supplementing the Soo Line Railroad Equipment Trust of 1971, and covering the purchase and lease of 1 52'6" 100-ton gondola car, bearing Soo Line road number 64023; and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificates in the Soo Line Railroad Equipment Trust of 1971; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the

Company, and all other terms and conditions contained in the Soo Line Railroad Equipment Trust of 1971 have been fully performed by Company; and

WHEREAS, pursuant to Article I, Section 1, of the said Agreement, any action taken by either of the Vendors shall have the same force and effect as if taken by both of them;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1971 and all Supplemental Leases and Amendments thereto are hereby terminated.

2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

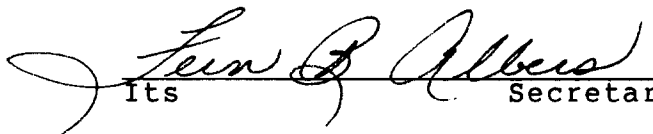
- A. 100 50'6" 70-ton single sheathed box cars with 10 ft. plug doors, end-of-car cushioning devices and roller bearings. Soo Line road numbers 18240-18438, both inclusive, even numbers only.
- B. 100 50' 70-ton insulated box cars with movable bulkheads and roller bearings, without side fillers. Soo Line road numbers 178518 to 178716, both inclusive, even numbers only.
- C. 20 50' 70-ton insulated box cars with movable bulkheads and roller bearings and with side fillers. Soo Line road numbers 178718-178756, both inclusive, even numbers only.
- D. 50 52'6" 100-ton high side gondola cars with steel floors and roller bearings. Soo Line road numbers 63001-63099, both inclusive, odd numbers only.

- E. 50 45'0" 100-ton open top triple hopper cars with roller bearings. Soo Line road numbers 60731-60829, both inclusive, odd numbers only.
- F. 10 52'6" 90-ton covered gondola cars with steel floors, adjustable cross bars and roller bearings. Soo Line road numbers 68457-68475, both inclusive, odd numbers only.
- G. 7 3000 HP Model SD 40, Diesel-electric locomotives. Soo Line road numbers 750-756, both inclusive.
- H. 1 50' 100-ton single-sheathed box car with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road number 19372.
- I. 1 52'6" 100-ton gondola car,* bearing Soo Line road number 63969.
- J. 2 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64019 to 64020, inclusive.
- K. 1 52'6" 100-ton gondola car, bearing Soo Line road number 64023.

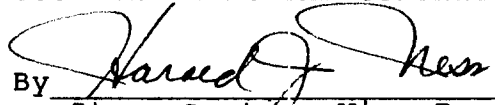
* This is the gondola car that was erroneously identified in the second Supplemental Lease of Railroad Equipment.

IN WITNESS WHEREOF, Vendors have executed this instrument; and Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.

ATTEST:


Its Secretary

SOO LINE RAILROAD COMPANY

By 
Its Senior Vice President

VENDORS

J. W. Scanlan and
D. R. Cadwallader

By J. W. Scanlan
J. W. Scanlan

ATTEST:

FIRST NATIONAL BANK OF
MINNEAPOLIS

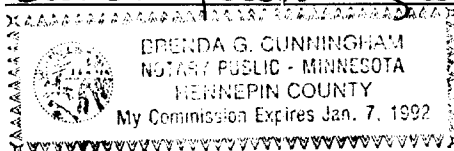
M. D. Day
Its Assistant Secretary

By T. G. Groun
Its Assistant Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

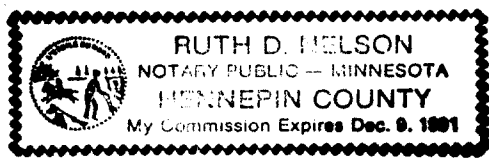
On this 17th day of December, 1986, before me personally appeared T. Gronlund, to me personally known, who, being by me duly sworn, says that he is a Assistant Vice President of First National Bank of Minneapolis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brenda G. Cunningham



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 21st day of January, 1987, before me personally appeared Harold J. Ness, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ruth D. Nelson

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 17th day of December, 1986^{bgc}, before me personally appeared J. W. Scanlan, to me personally know to be the person described in and who executed the foregoing instrument, and he acknowledged that he executed the same, on behalf of himself and D. R. Cadwallader, as his free act and deed.

Brenda G. Cunningham

